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October 20, 1994

RECORDATION NO. 10853-E
FILED 1425
OCT 20 1994-3 35 PM

Louis E. Gitomer
Direct Dial: (202)466-6532

RECORDATION NO. 10853-F
FILED 1425
OCT 20 1994-3 35 PM

INTERSTATE COMMERCE COMMISSION

Honorable Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

Dear Secretary Williams:

I have enclosed two originals and two certified copies of the first document described below, and two originals and six certified copies of the second document described below, both to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is a Partial Lease and Lien Termination Instrument, dated October 7, 1994, a secondary document. The primary documents to which this document is connected are recorded under Recordation Nos. 9782 and 10853. We request that the Partial Lease and Lien Termination Instrument be recorded under Recordation Nos. 9782-C and 10853-E.

The names and addresses of the parties to the Partial Lease and Lien Termination Instrument are as follows:

Lessor:

GATX Third Aircraft Corporation
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

Lessee:

GE Railcar Services Corporation
105 West Madison, 18th Floor
Chicago, IL 60603

A description of the equipment covered by the Partial Lease and Lien Termination Instrument consists of 50 boxcars numbered CV 600150-600199, inclusive.

RECEIVED
OFFICE OF THE
SECRETARY
OCT 20 3 35 PM '94
LICENSING BRANCH

Counterparts - Patricia A. Wilson

BALL, JANIK & NOVACK

Honorable Vernon A. Williams
October 20, 1994
Page 2

II. The second document is a Bill of Sale, dated October 7, 1994, a secondary document. The primary documents to which this document is connected are recorded under Recordation Nos. 9782, 10853, 10854, and 17794. We request that the Bill of Sale be recorded under Recordation Nos. 9782-D, 10853-F, 10854-D, and 17794-B.

The name and address of the party to the Bill of Sale is as follows:

Seller:

GATX Third Aircraft Corporation
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

A description of the equipment covered by the Bill of Sale consists of 50 boxcars numbered CV 600150-600199, inclusive.

A fee of \$126.00 is enclosed. Please return the originals and two certified copies to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) a Partial Lease and Lien Termination Instrument between GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and GE Railcar Services Corporation, 105 West Madison, 18th Floor, Chicago, IL 60603; and (2) a Bill of Sale from GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111; both covering 50 boxcars numbered CV 600150-600199, inclusive.

Very Truly Yours,


Louis E. Gitomer

Enclosures

PARTIAL LEASE
and
LIEN TERMINATION INSTRUMENT

RECORDATION NO. 20853-E FILED 1105
OCT 20 1994-3 35 PM
INTERSTATE COMMERCE COMMISSION

The undersigned hereby certify that each of (i) the Equipment Lease Agreement, dated as of October 16, 1978 (the "Lease"), between **GATX THIRD AIRCRAFT CORPORATION** ("GATX"), as lessor, and **GENERAL ELECTRIC RAILCAR SERVICES CORPORATION** (as successor to Rex Railways, Inc.) ("GE Rail"), as lessee, recorded by the Interstate Commerce Commission ("ICC") on October 19, 1978, under Recordation Number 9782, as amended by Amendment No. 1 to Equipment Lease Agreement, dated as of September 10, 1979, recorded by the ICC on September 28, 1979, under Recordation Number 9782-A (collectively, the "Lease"), and (ii) the Assignment of Lease, dated October 16, 1979, recorded by the ICC on September 28, 1979, under Recordation Number 10853-C (the "Assignment") is hereby terminated with respect to the 50 boxcars described on Exhibit A hereto (the "Units") and that the Units are no longer subject to the terms of the Lease. The undersigned hereby further certify that the Lease and the Assignment shall continue in full force and effect with respect to the remaining 10 railcars subject thereto.

This Partial Termination Instrument is solely for the purpose of releasing the Units from the Lease and the Assignment and is without prejudice to any continuing rights and obligations of the parties under the Lease, as amended, or the Assignment.

Dated: October 7, 1994.

GATX THIRD AIRCRAFT CORPORATION

By: _____

Its: _____

**GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION**

By: 332

Its: Senior Vice President - Finance

PARTIAL LEASE
and
LIEN TERMINATION INSTRUMENT

The undersigned hereby certify that each of (i) the Equipment Lease Agreement, dated as of October 16, 1978 (the "Lease"), between **GATX THIRD AIRCRAFT CORPORATION** ("GATX"), as lessor, and **GENERAL ELECTRIC RAILCAR SERVICES CORPORATION** (as successor to Rex Railways, Inc.) ("GE Rail"), as lessee, recorded by the Interstate Commerce Commission ("ICC") on October 19, 1978, under Recordation Number 9782, as amended by Amendment No. 1 to Equipment Lease Agreement, dated as of September 10, 1979, recorded by the ICC on September 28, 1979, under Recordation Number 9782-A (collectively, the "Lease"), and (ii) the Assignment of Lease, dated October 16, 1979, recorded by the ICC on September 28, 1979, under Recordation Number 10853-C (the "Assignment") is hereby terminated with respect to the 50 boxcars described on Exhibit A hereto (the "Units") and that the Units are no longer subject to the terms of the Lease. The undersigned hereby further certify that the Lease and the Assignment shall continue in full force and effect with respect to the remaining 10 railcars subject thereto.

This Partial Termination Instrument is solely for the purpose of releasing the Units from the Lease and the Assignment and is without prejudice to any continuing rights and obligations of the parties under the Lease, as amended, or the Assignment.

Dated: Oct. 7, 1994.

GATX THIRD AIRCRAFT CORPORATION

By: Thomas P. Need
Its: VICE PRESIDENT

**GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION**

By: _____
Its: _____

State of _____)
 County of _____)

On _____ before me, _____, Notary Public, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

 Notary Public

Capacity Claimed by Signer:

☐ Individual ☐ Corporate Officer _____ Partner ☐ Limited
☐ Attorney-in-fact ☐ Trustee _____ Title(s) ☐ General
☐ Other _____

Signer is Representing _____

State of Illinois)
 County of Cook)

On _____ before me, Laura O'Brien, Notary Public, personally appeared Ted F. Weiland, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

LAURA M. O'BRIEN
 NOTARY PUBLIC, STATE OF ILLINOIS
 MY COMMISSION EXPIRES 1/18/95

Laura M O'Brien
 Notary Public

Capacity Claimed by Signer:

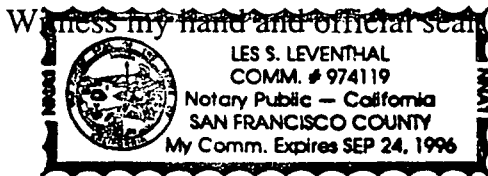
☒ Individual ☐ Corporate Officer _____ Partner ☐ Limited
☐ Attorney-in-fact ☐ Trustee _____ Title(s) ☐ General
☐ Other _____

Signer is Representing _____

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State of California)
County of San Francisco)

On October 7, 1994 before me, Les S. Leventhal, Notary Public, personally appeared Thomas C. Wood, personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



Les S. Leventhal
Notary Public

Capacity Claimed by Signer:

☐ Individual ☒ Corporate Officer Vice President ☐ Partner ☐ Limited
☐ Attorney-in-fact ☐ Trustee ☐ Title(s) ☐ General
☐ Other _____

Signer is Representing GATX Third Aircraft Corporation

State of Illinois)
County of)

On _____ before me, _____, Notary Public, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Notary Public

Capacity Claimed by Signer:

☐ Individual ☐ Corporate Officer _____ ☐ Partner ☐ Limited
☐ Attorney-in-fact ☐ Trustee ☐ Title(s) ☐ General
☐ Other _____

Signer is Representing _____

Exhibit A
to
Partial Lease Termination Instrument
Description of Equipment

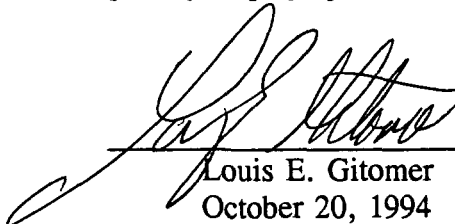
The Units consists of the boxcars bearing the following road numbers:

CV 600150 - 600199, inclusive

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CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated October 7, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
October 20, 1994